

Exhibit D

DELPHI

David M. Sherbin
Vice President, General Counsel
& Chief Compliance Officer

February 27, 2009

By Telecopier and
By Federal Express

Brian S. Masumoto, Esq.
Office of the United States Trustee
33 Whitehall Street
21st Floor
New York, New York 10004

RE: In re Delphi Corporation, et al.,
Case No. 05-44481 (RDD) – Equity Committee

Dear Mr. Masumoto:

I write regarding the official committee of equity security holders (the "Equity Committee") of Delphi Corporation ("Delphi"). We received a copy of the letter to you regarding the Equity Committee, dated February 26, 2009, from counsel to Delphi's creditors' committee (the "Creditors' Committee"). Based on the current circumstances of the above-referenced cases, we concur with the Creditors' Committee's belief that the Equity Committee should now be disbanded.

Very truly yours,



David M. Sherbin
Vice President, General Counsel
and Chief Compliance Officer